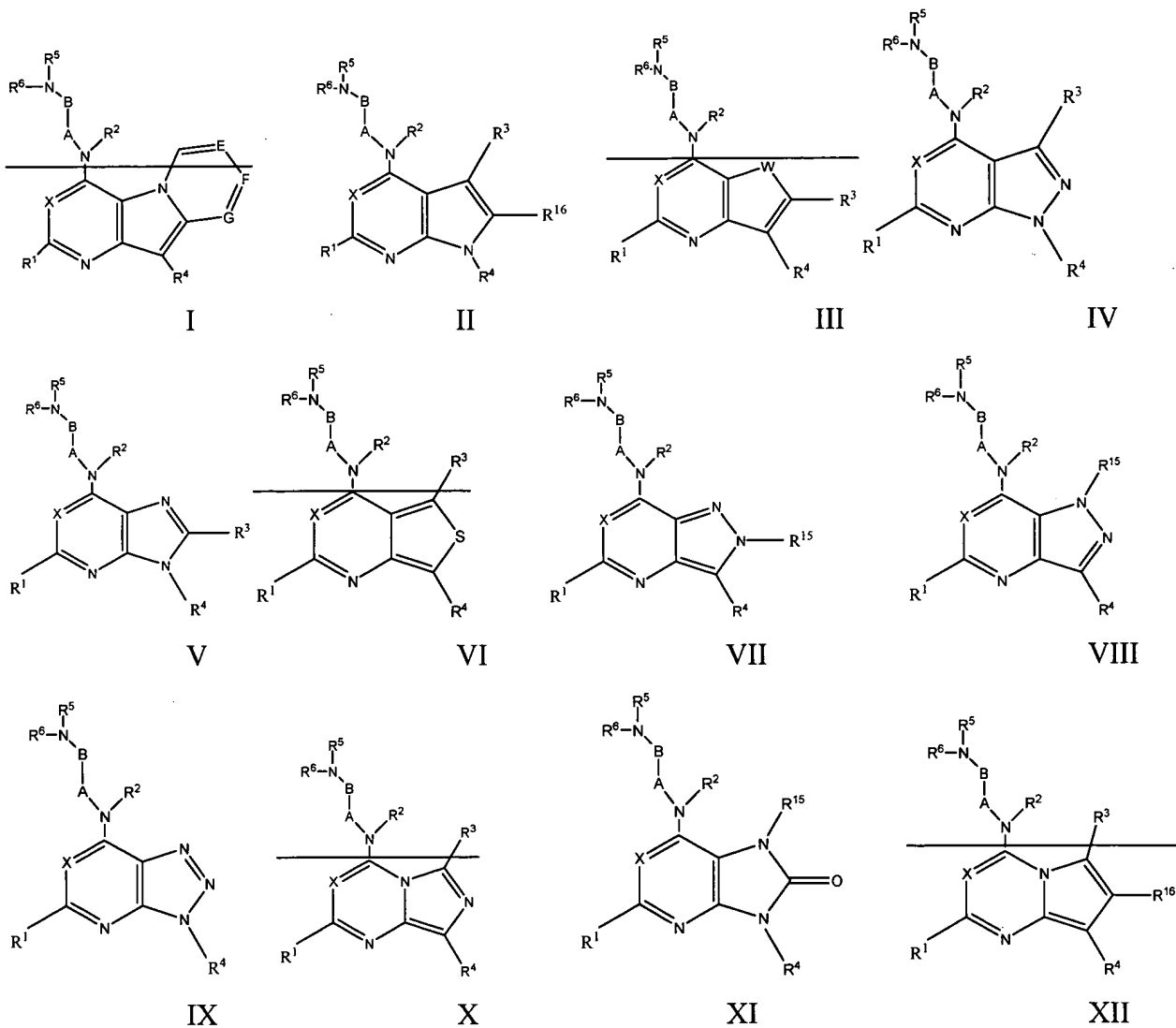


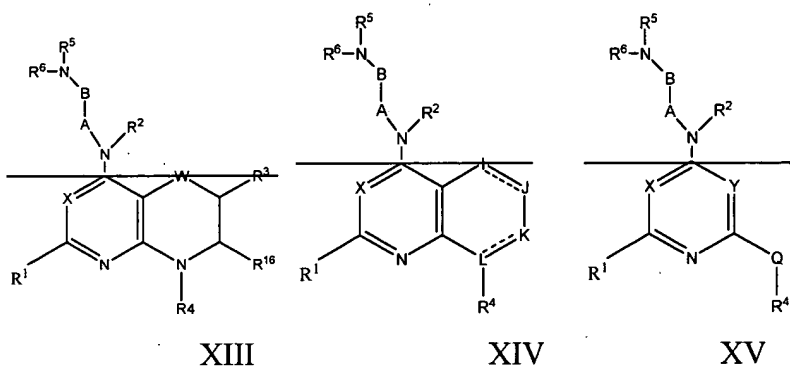
Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application. Claim 76 is withdrawn and please amend claim 1 as follows:

WHAT IS CLAIMED IS:

1. (currently amended) A compound selected from Formula I-~~XXV~~ II, IV, V, VII-IX and XI





or a pharmaceutically acceptable salt thereof, wherein

X is ~~N or CR<sup>14</sup>~~ C (carbon);

W is ~~S, O, or NR<sup>15</sup>~~;

Y is ~~N or CR<sup>3</sup>~~;

~~E, F, and G are each, independently, CR<sup>3</sup> or N;~~

~~I and J are each, independently,~~

~~C=O, S, O, CR<sup>3</sup>R<sup>16</sup> or NR<sup>15</sup> when single bonded to both adjacent ring atoms, or N, or CR<sup>3</sup> when double bonded to an adjacent ring atom;~~

~~K is~~

~~N or CR<sup>3</sup> when double bonded to L or J, or~~

~~O, S, C=O, S, O, CR<sup>3</sup>R<sup>16</sup> or NR<sup>15</sup> when single bonded to both adjacent ring atoms, or N, or CR<sup>3</sup> when double bonded to an adjacent ring atom;~~

~~L is~~

~~N or CR<sup>16</sup> when single bonded to all atoms to which it is attached, or C (carbon) when double bonded to K;~~

~~the 6 or 7 membered ring that contains I, J, K, and L may contain from 1 to 3 double bonds,  
from 0 to 2 heteroatoms, and from 0 to 2 C=O groups, wherein the carbon atom of  
such groups are part of the ring and the oxygen atom is a substituent on the ring;~~

~~Q is O or NR<sup>15</sup>;~~

R<sup>1</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, cyano, halo, C<sub>1</sub>-C<sub>6</sub> haloalkyl, OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>; C<sub>1</sub>-C<sub>6</sub> cyanoalkyl, NR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>;

R<sup>2</sup> is H,  
C<sub>1</sub>-C<sub>6</sub> alkyl which optionally forms a C<sub>3</sub>-C<sub>6</sub> aminocarbocycle or a C<sub>2</sub>-C<sub>5</sub> aminoheterocycle with A or B, each optionally substituted at each occurrence with R<sup>7</sup>,  
C<sub>3</sub>-C<sub>10</sub> cycloalkyl, or  
(C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl;  
or R<sup>2</sup> and R<sup>6</sup> jointly with the 2 nitrogen atoms to which they are bound a C<sub>2</sub>-C<sub>5</sub> aminoheterocycle optionally substituted with R<sup>7</sup>;

A is (CH<sub>2</sub>)<sub>m</sub>, where m is 1,2 or 3 and is optionally mono- or di-substituted on each occurrence with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, C<sub>1</sub>-C<sub>6</sub> alkynyl, cyano, halo, C<sub>1</sub>-C<sub>6</sub> haloalkyl, OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>; C<sub>1</sub>-C<sub>6</sub> cyanoalkyl, NR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>, or

A and B jointly form a C<sub>3</sub>-C<sub>6</sub> carbocycle, optionally substituted at each occurrence with R<sup>7</sup>  
or,

A and R<sup>2</sup> jointly form a C<sub>3</sub>-C<sub>6</sub> aminocarbocycle or a C<sub>2</sub>-C<sub>5</sub> aminoheterocycle optionally substituted at each carbon occurrence with R<sup>7</sup>;

B is (CH<sub>2</sub>)<sub>n</sub>, where n is 1,2 or 3 and is optionally mono- or di-substituted on each carbon atom with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl,

C<sub>2</sub>-C<sub>6</sub> alkynyl, cyano, halo, C<sub>1</sub>-C<sub>6</sub> haloalkyl, OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>; C<sub>1</sub>-C<sub>6</sub> cyanoalkyl, NR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>, or

B and R<sup>2</sup> jointly form a C<sub>3</sub>-C<sub>6</sub> aminocarbocycle or a C<sub>2</sub>-C<sub>5</sub> aminoheterocycle optionally substituted at each occurrence with R<sup>7</sup>;

R<sup>3</sup> and R<sup>16</sup> are independently selected at each occurrence from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, cyano, halogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> cyanoalkyl, NR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>;

R<sup>4</sup> is selected from aryl or heteroaryl, each optionally substituted with 1 to 5 substituents independently selected at each occurrence from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkenyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, halogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, trifluoromethylsulfonyl, OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>, NR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sup>7</sup>, CN, C<sub>1</sub>-C<sub>6</sub> alkyl-CN, SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, SO<sub>2</sub>R<sup>7</sup>, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that at least one of the positions ortho or para to the point of attachment of the aryl or heteroaryl ring to the heterocyclic core is substituted;

R<sup>5</sup> is selected from:

C<sub>1</sub>-C<sub>6</sub> alkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, each of which is substituted with 1 to 5 groups independently selected at each occurrence from halo, C<sub>1</sub>-C<sub>2</sub> haloalkyl, OR<sup>7</sup>, cyano, NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>7</sup>, SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, SO<sub>2</sub>R<sup>7</sup>, NR<sup>11</sup>CO R<sup>12</sup>, N R<sup>11</sup>SO<sub>2</sub>R<sup>7</sup>;

C<sub>1</sub>-C<sub>6</sub> arylalkyl, C<sub>1</sub>-C<sub>6</sub> heteroarylalkyl, C<sub>5</sub>-C<sub>8</sub> arylcycloalkyl, or C<sub>5</sub>-C<sub>8</sub> heteroaryl cycloalkyl, where aryl is phenyl or naphthyl, and heteroaryl is 2-,3-, or 4-pyridyl, 2-, 4- or 5-pyrimidinyl, triazinyl, 1-, 2-, or 4-imidazolyl, 2-, 4-, or 5-oxazolyl, isooxazolyl, indolyl, pyrazolyl, 1-, 3- or 4-triazolyl, 2-triazinyl, 2-pyrazinyl, 2-, or 3-furanyl, 2-, or 3-thienyl, 2-, or 3-benzothienyl, or 1-, 2- or 5-tetrazolyl, each of which is optionally substituted with 1 to 5 substituents independently selected at each occurrence from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-

C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkenyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, halogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, trifluoromethylsulfonyl, OR<sup>7</sup>, NR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>7</sup>, CN, SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, SO<sub>2</sub>R<sup>7</sup>, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that 2 adjacent substituents can optionally form together a C<sub>3</sub>-C<sub>10</sub> cycloalkyl ring, a C<sub>3</sub>-C<sub>10</sub> cycloalkenyl ring or a heterocycloalkyl ring;

C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkenyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, each of which is optionally with 1 to 6 substituents independently selected at each occurrence from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkenyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, halogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, OR<sup>7</sup>, NR<sup>8</sup>R<sup>9</sup>, with the proviso that when two OR<sup>7</sup> or NR<sup>8</sup>R<sup>9</sup> substituents are geminally located on the same carbon R<sup>7</sup> is not H and they can form together a C<sub>2</sub>-C<sub>4</sub> ketal, oxazoline, oxazolidine, imidazoline, or imidazolidine heterocycle, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>7</sup>, CN, oxo, hydroximino, C<sub>1</sub>-C<sub>6</sub> alkoximino, SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, SO<sub>2</sub>R<sup>7</sup>, heterocycloalkyl, aryl, heteroaryl, where aryl or heteroaryl is optionally substituted with 1 to 5 substituents independently selected at each occurrence from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkenyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, halogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, trifluoromethylsulfonyl, OR<sup>7</sup>, NR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>7</sup>, CN, SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, SO<sub>2</sub>R<sup>7</sup>, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that 2 adjacent substituents can optionally form together a C<sub>3</sub>-C<sub>10</sub> cycloalkyl ring, a C<sub>3</sub>-C<sub>10</sub> cycloalkenyl ring or a heterocycloalkyl ring;

aryl or heteroaryl, optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkenyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkenyl, halogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, trifluoromethylsulfonyl, OR<sup>7</sup>, NR<sup>8</sup>R<sup>9</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>7</sup>, CN, SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, SO<sub>2</sub>R<sup>7</sup>, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that 2 adjacent substituents may optionally form together a C<sub>3</sub>-C<sub>10</sub> cycloalkyl ring, a C<sub>3</sub>-C<sub>10</sub> cycloalkenyl ring or a heterocycloalkyl ring;

or

3- or 4-piperidinyl, 3-pyrrolidinyl, 3- or 4- tetrahydropyranyl, 3-tetrahydrofuranyl, 3- or 4-tetrahydropyranyl, 3-tetrahydrofuranyl, 3- or 4-tetrahydrothiopyranyl, 3- or 4-(1,1-dioxo) tetrahydrothiopyranyl, 1-azabicyclo[4.4.0]decyl, 8-azabicyclo[3.2.1]octanyl, norbornyl, quinuclidinyl, each optionally substituted with 1 to 5 substituents independently selected at each occurrence from  $R^7$ ,  $C_1-C_6$  alkyl-OR<sup>7</sup>,  $C_1-C_6$  alkyl-NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>7</sup>;

$R^6$  is selected from H,  $C_1-C_6$  alkyl,  $C_3-C_{10}$  cycloalkyl, ( $C_3-C_{10}$  cycloalkyl)  $C_1-C_6$  alkyl,  $C_2-C_4$  alkenyl,  $C_1-C_6$  arylalkyl,  $C_1-C_6$  heteroarylalkyl where aryl or heteroaryl are optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen,  $C_1-C_6$  haloalkyl, OR<sup>13</sup>, NR<sup>8</sup>R<sup>9</sup>,  $C_1-C_6$  alkyl-OR<sup>13</sup>,  $C_1-C_6$  alkyl-NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>7</sup>, CN, SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, SO<sub>2</sub>R<sup>7</sup>, or  $R^6$  and  $R^2$ , as mentioned above, jointly form, with 2 nitrogen atoms to which they are bound a  $C_2-C_5$  aminoheterocycle optionally substituted at each position with  $R^7$ ;

$R^7$  is H,  $C_1-C_6$  alkyl,  $C_3-C_{10}$  cycloalkyl,  $C_3-C_{10}$  cycloalkenyl, ( $C_3-C_{10}$  cycloalkyl)  $C_1-C_6$  alkyl,  $C_1-C_3$  haloalkyl, or heterocycloalkyl,  $C_1-C_8$  alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl,  $C_1-C_8$  alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl,  $C_1-C_6$  arylalkyl or  $C_1-C_6$  heteroarylalkyl each optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen,  $C_1-C_6$  haloalkyl, OR<sup>13</sup>, NR<sup>8</sup>R<sup>9</sup>,  $C_1-C_6$  alkyl-OR<sup>13</sup>,  $C_1-C_6$  alkyl-NR<sup>8</sup>R<sup>9</sup>, CONR<sup>8</sup>R<sup>9</sup>, COOR<sup>13</sup>, CN, SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, and SO<sub>2</sub>R<sup>13</sup>, with the proviso that when  $R^7$  is SO<sub>2</sub>R<sup>13</sup>,  $R^{13}$  cannot be H;

$R^8$  and  $R^9$  are independently selected at each occurrence from H,  $C_1-C_6$  alkyl,  $C_3-C_{10}$  cycloalkyl,  $C_2-C_6$  alkenyl,  $C_3-C_{10}$  cycloalkenyl,  $C_2-C_6$  alkynyl, heterocycloalkyl,  $C_1-C_8$  alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl,  $C_1-C_6$  arylalkyl or  $C_1-C_6$  heteroarylalkyl, or  $R^8$  and  $R^9$ , taken together, can form a  $C_3-C_6$  aminocarbocycle or a  $C_2-C_5$  aminoheterocycle each optionally substituted at each occurrence ~~with~~ with  $C_1-C_6$  alkyl,  $C_3-C_{10}$  cycloalkyl,  $C_3-C_{10}$  cycloalkenyl, ( $C_3-C_{10}$  cycloalkyl)  $C_1-C_6$  alkyl,  $C_1-C_3$  haloalkyl, or heterocycloalkyl,  $C_1-C_8$  alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl,  $C_1-C_8$

alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> arylalkyl or C<sub>1</sub>-C<sub>6</sub> heteroarylalkyl;

R<sup>11</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>12</sup> is selected from H, aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, optionally substituted with OR<sup>7</sup>, NR<sup>8</sup>R<sup>9</sup>, C<sub>3</sub>-C<sub>6</sub> aminocarbocycle, or C<sub>2</sub>-C<sub>5</sub> aminoheterocycle;

R<sup>13</sup> is independently selected at each occurrence from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, with the proviso that for SO<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, SO<sub>2</sub>R<sup>13</sup>, R<sup>13</sup> cannot be H;

R<sup>14</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, halo, or CN; and

R<sup>15</sup> is selected at each occurrence from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, (C<sub>3</sub>-C<sub>10</sub> cycloalkyl) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>2</sub>-C<sub>6</sub> alkyl-OR<sup>7</sup>, C<sub>2</sub>-C<sub>6</sub> cyanoalkyl, C<sub>2</sub>-C<sub>6</sub> alkyl-NR<sup>8</sup>R<sup>9</sup>.

2-75. (canceled)

76. (withdrawn) A compound of claim 1 of formula XV and isomers thereof, stereoisomeric forms thereof, or mixture of stereoisomeric forms thereof, and pharmaceutically acceptable salt or prodrug forms thereof, selected from the group consisting of:

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is cyclopentyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup>

is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is cyclohexyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is tetrahydropyranyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is 3,4-dimethoxyphenethyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is 1-pyrimidin-2-yl-piperidin-4-yl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is cyclopentyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is cyclohexyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is tetrahydropyranyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is 3,4-dimethoxyphenethyl;



a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,4,6-trimethylphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is 1-pyrimidin-2-yl-piperidin-4-yl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,6-dichloro-4-methoxyphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is cyclopentyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,6-dichloro-4-methoxyphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is cyclohexyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,6-dichloro-4-methoxyphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is tetrahydropyranyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,6-dichloro-4-methoxyphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is 3,4-dimethoxyphenethyl;

a compound of formula XV wherein X is CH, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,6-dichloro-4-methoxyphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is 1-pyrimidin-2-yl-piperidin-4-yl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup> is 2,6-dichloro-4-methoxyphenyl, R<sup>2</sup> is H, A is methylene, B is methylene, R<sup>5</sup> is hydrogen, R<sup>6</sup> is cyclopentyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen, R<sup>1</sup> is Me, R<sup>3</sup> is Me, R<sup>4</sup>

is 2,6-dichloro-4-methoxyphenyl,  $R^2$  is H, A is methylene, B is methylene,  $R^5$  is hydrogen,  $R^6$  is cyclohexyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen,  $R^1$  is Me,  $R^3$  is Me,  $R^4$  is 2,6-dichloro-4-methoxyphenyl,  $R^2$  is H, A is methylene, B is methylene,  $R^5$  is hydrogen,  $R^6$  is tetrahydropyranyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen,  $R^1$  is Me,  $R^3$  is Me,  $R^4$  is 2,6-dichloro-4-methoxyphenyl,  $R^{sup.2}$  is H, A is methylene, B is methylene,  $R^5$  is hydrogen,  $R^6$  is 3,4-dimethoxyphenethyl;

a compound of formula XV wherein X is N, Y is carbon, Q is oxygen,  $R^1$  is Me,  $R^3$  is Me,  $R^4$  is 2,6-dichloro-4-methoxyphenyl,  $R^2$  is H, A is methylene, B is methylene,  $R^5$  is hydrogen,  $R^6$  is 1-pyrimidin-2-yl-piperidin-4-yl.

77-91. (canceled)